
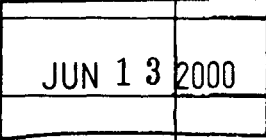
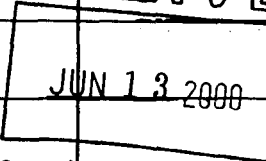



FCC 602
Main FormFCC Ownership Disclosure Information for the
Wireless Telecommunications ServicesApproved by OMB
3060 - 0799
See instructions for
public burden estimate

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
Atlantis Bidding Corp.			

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
None.			
<div style="display: inline-block; width: 45%;"> RECEIVED  Licensing & Technical Analysis Branch </div> <div style="display: inline-block; width: 45%;"> RECEIVED  Licensing & Technical Analysis Branch </div>			

First Name:	MI:	Last Name:	Suffix:
Thomas		Sullivan	
Title:			
President			
Signature: 			Date:
			5/24/00
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)). AND/OR FORFEITURE (U.S. Code, Title 47, Section 503)			

[illegible]

[illegible]

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): J. H. Whitney IV, L.P.			3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: 177 Broad Street, 15th Fl.; Stamford, Connecticut 06901; Attn: William Laverack, Jr.				
5) Type of Interest in Applicant () (refer to Instructions for list) D	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): L		7) Percent of Interest Held in Applicant: 16.7% Voting 28.3% Equity - -	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C, P			9) Disclosable Interest Holder's Country of Citizenship: USA	
0) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

[illegible]

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	II d) Percent of Interest Held:
WJG MariTEL Corporation	Public coast station licensee	Unavailable	> 10 %
Southfield Communications, LLC	39 GHz licensee	Unavailable	> 10%

IIa) Name and address of all FCC Regulated Businesses owned by Discleable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IIId) Percent of Interest Held:
See Ex. 3			

Atlantis Bidding Corp. FCC Form 602 Exhibit 1
FCC Licensed Interests of Gerald Vento

Mr. Vento holds the following interests in FCC licensed companies:

Licensee	Principal Business	TIN	Interest
TeleCorp PCS, Inc.	PCS holding company	[REDACTED]	50.1% Voting ¹ 4.68% Equity
TeleCorp Holding Corp., Inc.	PCS provider	[REDACTED]	50.1% Voting ¹ 9.25% Equity
TeleCorp LMDS, Inc.	LMDS provider	[REDACTED]	50.1% Voting ¹ 9.25% Equity
TeleCorp PCS, L.L.C.	PCS provider	[REDACTED]	50.1% Voting ¹ 4.68% Equity
TeleCorp of Puerto Rico, Inc.	PCS provider	[REDACTED]	50.1% Voting ¹ 4.68% Equity
TeleCorp Communications, Inc.	Microwave backhaul	[REDACTED]	50.1% Voting ¹ 4.68% Equity
THC of Tampa, Inc.	PCS provider	[REDACTED]	50%
THC of Orlando, Inc.	PCS provider	[REDACTED]	50%
THC of Orlando LMDS, Inc.	LMDS provider	[REDACTED]	50%
THC of Houston, Inc.	PCS provider	[REDACTED]	50%
THC of Melbourne, Inc.	PCS provider	[REDACTED]	50%
THC of San Diego, Inc.	PCS provider	[REDACTED]	50%
TeleCorp WCS, Inc.	WCS provider	[REDACTED]	50%
ABC Wireless, L.L.C.	PCS provider	[REDACTED]	33.3%
Indiana Acquisition, L.L.C.	PCS provider	[REDACTED]	50%
Wireless Acquisition, L.L.C.	PCS provider	[REDACTED]	50%
Royal Wireless, L.L.C.	PCS applicant	[REDACTED]	50%
Amage Wireless, L.L.C.	PCS applicant	[REDACTED]	50%
Zephyr Wireless, L.L.C.	39 GHz applicant	[REDACTED]	50.1% Voting 9.25% Equity

¹ Held jointly with Mr. Sullivan under a voting agreement.

Atlantis Bidding Corp. FCC Form 602 Exhibit 2
FCC Licensed Interests of Thomas Sullivan

Mr. Sullivan holds the following interests in FCC licensed companies:

Lice5see	Principal Business	TIN	Interest
TeleCorp PCS, Inc.	PCS holding company	[REDACTED]	50.1% Voting ² 2.86% Equity
TeleCorp Holding Corp., Inc.	PCS provider	[REDACTED]	50.1% Voting ² 5.75% Equity
TeleCorp LMDS, Inc.	LMDS provider	[REDACTED]	50.1% Voting ² 5.75% Equity
TeleCorp PCS, L.L.C.	PCS provider	[REDACTED]	50.1% Voting ² 2.86% Equity
TeleCorp of Puerto Rico, Inc.	PCS provider	[REDACTED]	50.1% Voting ² 2.86% Equity
TeleCorp Communications, Inc.	Microwave backhaul	[REDACTED]	50.1% Voting ² 2.86% Equity
THC of Tampa, Inc.	PCS provider	[REDACTED]	50%
THC of Orlando, Inc.	PCS provider	[REDACTED]	50%
THC of Orlando LMDS, Inc.	LMDS provider	[REDACTED]	50%
THC of Houston, Inc.	PCS provider	[REDACTED]	50%
THC of Melbourne, Inc.	PCS provider	[REDACTED]	50%
THC of San Diego, Inc.	PCS provider	[REDACTED]	50%
TeleCorp WCS, Inc.	WCS provider	[REDACTED]	50%
ABC Wireless, L.L.C.	PCS provider	[REDACTED]	33.3%
Indiana Acquisition, L.L.C.	PCS provider	[REDACTED]	50%
Wireless Acquisition, L.L.C.	PCS provider	[REDACTED]	50%
Royal Wireless, L.L.C.	PCS applicant.	[REDACTED]	50%
Amage Wireless, L.L.C.	PCS applicant	[REDACTED]	50%
Zephyr Wireless, L.L.C.	39 GHz applicant	[REDACTED]	50.1% Voting 5.75% Equity

² Held jointly with Mr. Vento under a voting agreement.

Atlantis Bidding Corp. FCC Form 602 Exhibit 3
FCC Licensed Interests of M/C Venture Partners IV, L.P. ("M/C-IV")

Atlantis Bidding Corp. ("Atlantis") has no affiliations with these entities other than a common investor. Accordingly, Atlantis does not have some requested information, including TINs, for the relevant companies. All of the companies may be contacted care of M/C Venture Partners IV, L.P.

- *Triad Cellular Corporation ("Triad Corp. ")*. Media/Communications Partners II Limited Partnership ("MCII"), an affiliate of M/C-IV, owns 7 1.933 1% of the voting equity of, and controls, Triad Corp., a U.S. corporation and PCS licensee.
- *Triad Cellular L.P. ("Triad, L.P. ")*. Triad Corp. is the sole General Partner of Triad, L.P., a U.S. limited partnership. Triad, L.P. is the licensee of Cellular Station **KNKN334** (Texas 1 RSA) and operates under interim operating authority in Minnesota 7 - Chippewa RSA market (Call Sign **KNKP81**). Triad, L.P. also holds point-to-point microwave licenses. Triad, L.P. has also filed Phase I cellular unserved area applications for New Mexico 2 RSA and Arizona.
- *Triad Oklahoma, L.P. ("T-OK")*. T-OK is a U.S. limited partnership with two general partners: Triad Corp. (1%) and Triad, L.P. (25%) and one limited partner: Triad, L.P. (74%). T-OK is the licensee of Cellular Stations **KNKN471** (Oklahoma 7 RSA) and **KNKN745** (Oklahoma 8 RSA), and holds point-to-point microwave licenses.
- *Triad, Utah, L.P. ("T-UT")*. T-UT is a limited partnership with two general partners: Triad Corp. (1%) and Triad, L.P. (25%) and one limited partner: Triad, L.P. (74%). T-UT is the licensee of Cellular Stations **KNKQ383** (Utah 3 RSA), **KNKQ347** (Utah 4 RSA), and **KNKN286** (Utah 6 RSA). T-UT also holds point-to-point microwave licenses.
- *Triad, Texas, L.P. ("T-TX")*. T-TX is a limited partnership with two general partners: Triad Corp. (1%) and Triad, L.P. (25%) and two limited partners: Triad, L.P. (64%) and Texas 5 Corporation (10%). T-TX is the licensee of Cellular Stations **KNKN467** (Texas RSA) and **KNKN5 15** (Texas 4 RSA), and **KNKN464** (Texas 5 RSA). T-TX also holds point-to-point microwave licenses.
- *Triad, Minnesota, L.P. ("T-MN")*. T-MN is a limited partnership with two general partners: Triad Corp. (1%) and Triad, L.P. (25%) and one limited partner Triad, L.P. (74%). T-M-N is the licensee of Cellular Stations **KNKN450** (Minnesota 8 RSA) and Stations **KNKN282** (Minnesota 9 RSA), and holds point-to-point microwave licenses.
- *CellCall, Inc. ("CellCall")*. MC II holds 3 1.547 percent of the voting stock of CellCall. M/C, an affiliate of MC II, holds 1.019 percent of the voting stock of CellCall. CellCall, a U.S. corporation, is primarily engaged in the provision of Special Mobile Radio ("SMR") Services, and holds or manages SMR licenses.
- *U.S. Electro Comm Columbus Corp. ("Electro Comm ")*. CellCall holds 100 percent of the shares of Electro Comm, a U.S. corporation. Electro Comm offers SMR services to the public.